

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

Case #06-10727

Debtor (s)

For the quarter ending: June 30, 2014¹

The revested debtor hereby submits the following post-confirmation report for this calendar quarter:

1. Date of entry of order confirming plan:	<u>January 8, 2007</u>
2. Cash balance at beginning of quarter:	<u>1,013,314</u>
Total receipts during quarter:	<u>0</u>
Total disbursements during quarter:	<u>178,424</u>
Cash balance at end of quarter:	<u>834,890</u>
3. Payments made pursuant to the Plan this quarter:	<u>0</u>
Total payments to be made pursuant to the Plan:	<u>Undetermined</u>
Cumulative paid to date:	<u>28,179,011</u>
Balance remaining to be made under the Plan:	<u>Undetermined</u>

As of the end of this reporting period

Yes

No

4. Are all payments required by the confirmed plan current at this time? [If not, attach explanatory statement identifying payments not made (by creditor, amount and date due), reason for non-payment, and an estimated date as to when payments will be brought current.]



5. Do you currently anticipate a circumstance/event which will cause an interruption or cessation of payments or other performance under the Plan? (If yes, attach an explanatory statement.)



6. Have quarterly fees due to the United States Trustee to the date of this report been paid pursuant to 28 U.S.C. § 1930(a)(6) and the Plan?



¹ First report shall be filed for the portion of the calendar quarter from date of confirmation to the end of quarter, and subsequent reports shall be filed at the expiration of each calendar quarter thereafter until dismissal, conversion or entry of a final decree closing the case. Reports shall be filed with the court and served on the UST not later than twenty (20) days after expiration of the reported period.

- | | <u>Yes</u> | <u>No</u> |
|--|-------------------------------------|-------------------------------------|
| 7. Have all motions, contested matters, and adversary proceedings been resolved? (If no, for each such pending motion, contested matter or adversary proceeding, identify the parties and nature of the dispute and state the anticipated resolution.)
* See attached Report of Progress Towards Consummation of Confirmed Plan | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Has the order confirming the Plan become nonappealable? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. Have deposits, if any, required by the Plan been distributed pursuant to the Plan? (If no, please explain.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Has any property proposed by the Plan to be transferred been transferred pursuant to the Plan? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Does any property remain to be transferred pursuant to the Plan? (If yes, identify each such property and the anticipated date of transfer pursuant to the Plan.)
* See attached Report of Progress Towards Consummation of Confirmed Plan | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Has the revested debtor(s) or the successor of the debtor(s) assumed the business or management of the property dealt with by the Plan? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. Anticipated date of motion for final decree: | <u>December 29, 2016</u> | |

I declare under penalty of perjury that the statements set forth above are true and accurate.

12/22/16

Dated:

Michael A. Tucker

Responsible Individual (signature)

Michael A. Tucker, Administrator

Print Name

Current Address:

One Renaissance Square

Two North Central Ave., #1200

Phoenix, AZ 85004

Telephone Number:

(602) 744-7100

E-filed: April 3, 2014

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ATTORNEYS FOR USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,

 USA CAPITAL REALTY ADVISORS, LLC,

 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,

 USA CAPITAL FIRST TRUST DEED FUND, LLC,

 USA SECURITIES, LLC,

 Debtors

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter Number: 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

**USA CAPITAL DIVERSIFIED
 TRUST DEED FUND, LLC'S
 SEVENTEENTH REPORT OF
 ACTION TAKEN AND
 PROGRESS TOWARDS
 CONSUMMATION OF
 CONFIRMED PLAN OF
 REORGANIZATION**

**POST-EFFECTIVE DATE USA CAPITAL DIVERSIFIED TRUST
 DEED FUND, LLC'S SEVENTEENTH REPORT OF ACTION TAKEN AND PROGRESS
 TOWARDS CONSUMMATION OF CONFIRMED PLAN OF REORGANIZATION**

Post-Effective Date USA Capital Diversified Trust Deed Fund, LLC ("Diversified" or "Revested Debtor"), a revested debtor in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), by and through its counsel noted above, hereby submits this Seventeenth Report of Action Taken and Progress Towards Consummation of Confirmed Plan of Reorganization (the "Seventeenth Report"), pursuant to the Court's "Order Confirming the "Debtors' Third Amended

1 Joint Chapter 11 Plan of Reorganization,' as Modified Herein" [Docket No. 2376] (the
2 "Confirmation Order") entered January 8, 2007. *See* Confirmation Order, ¶ 74. The Debtors'
3 Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan") went effective on March
4 12, 2007 (the "Effective Date").

5 This Seventeenth Report is for the period from May 1, 2013 through February 1, 2014
6 ("Report Period"). This Seventeenth Report incorporates the requirements and structure of
7 former Rule 3020(a) of the Court's Local Rules of Bankruptcy Practice, abrogated in May 2006,
8 which were as follows:

9 **(A) A schedule of personal property costing more than \$5,000 and any real**
10 **property acquired, sold or disposed of and the price paid for each:**

11 Personal property costing more than \$5,000:	None
12 Real property acquired, sold or disposed of:	None
13 Total:	\$0.00

14 **(B) A schedule listing each debt, the total amount required to be paid under the**
15 **Plan, the amount required to be paid to date, the amount actually paid to date, and the**
16 **amount unpaid:**

17 Due to the nature of its operations as an investment fund with contracted services
18 through intercompany debtor entities and no employees, Diversified had only a relatively
19 small number of claims filed against it in the Chapter 11 Cases. Such claims included
20 general unsecured claims (many of which were misfiled as creditor claims by holders of
21 equity interests in Diversified) and administrative expense claims related to professional
22 fees accrued during the Chapter 11 Cases. All unsecured creditors and administrative
23 expense claims have been paid in full.

24 **(C) A schedule of executory contracts entered into:**

25 No executory contracts were entered into during the Report Period

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(D) A statement listing each postpetition tax (i.e., income, payroll, property, sales), payee, and the amount actually paid:

Federal Unemployment taxes:	None
Federal Payroll taxes:	None
Nevada Unemployment taxes:	None
Total:	\$0.00

(E) Progress toward completion of the Plan and a list and status of any pending adversary proceedings or motions and resolutions expected:

1. General Progress

The major terms of the Plan with respect to Diversified have all been accomplished. The Operating Agreement of Diversified has been amended, USA Capital First Trust Deed Fund, LLC has made certain payments and assignments to Diversified, and Diversified is operating in the post-confirmation realm. DTDF and USACM continue to pursue the collection of judgments obtained from concluded litigation and settlement agreements and explore collection options for the remaining assets held by each estate. In February 2014, Diversified mailed 2013 K-1s to its members and provided additional information to its members in the letter attached hereto as **Exhibit A**. The letter provides an update regarding DTDF's efforts to collect assets and to make distributions to investors.

(F) A statement regarding the status of payment of UST quarterly fees:

All UST fees have been paid in full through the fourth quarter 2013, the final period covered by this Seventeenth Report.

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1 Dated this 3rd day of April 2014.

2 SNELL & WILMER L.L.P.

3 By: /s/ Nathan G. Kanute

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EXHIBIT A

EXHIBIT A

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

Robert G. Worthen, Chairman of the Board

February 26, 2014

Dear USA Capital Diversified Trust Deed Fund, LLC:

I again write on behalf of the Board of Directors of USA Capital Diversified Trust Deed Fund, LLC ("DTDF") to update you regarding DTDF's efforts to collect assets and to make distributions to investors. We continue to focus on recovering funds and on the investigation and prosecution of causes of action against potential recovery targets. This letter builds off of the information provided in the previous letters and covers the following topics:

1. 2013 K-1
2. Communications with DTDF Investors
3. Recovery Efforts
 - A. Settlement with USA Commercial Mortgage Trust ("USACM")
 - B. Investigating and Prosecuting Causes of Action against Potential Target Defendants
 - C. Advocating DTDF Interests in Other Bankruptcy Cases
 - D. Other Recovery Sources
4. Distributions to DTDF Investors

1. 2013 K-1

Stewart Archibald & Barney, LLP prepared DTDF's 2013 tax return which included preparing the K-1's for individual investors. If you are a direct investor, your K-1 is included with this letter. For those investors with custodial accounts, your K-1 has been mailed directly to the custodian on record. K-1 Partnership Instructions for 2013 can be found at the following website:

<http://www.irs.gov/pub/irs-pdf/i1065sk1.pdf>.

2. COMMUNICATIONS WITH DTDF INVESTORS

As it is very expensive to communicate with our professionals, who bill hourly fees, I am pleased to receive your phone calls and to answer questions about our status to the best of my ability. My personal cell phone number is (702) 239-4222 or you may send us inquiries at

diversifiedfund@orrick.com.

Accessing the DTDF Website

Every letter to DTDF investors, including this one, is posted on DTDF's website. Here are two ways to access the DTDF Website:

- TYPING: Type <http://usacapdtidf.bmcgroup.com/default.aspx> into the browser screen at the top of your monitor.
- GOOGLE: If you type "USA Capital Diversified Information" in Google, the first resulting link should be the DTDF Website. Simply click on the link and you will be at the DTDF Website.

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It is important that each investor keep DTDF informed of your current mailing address. For address changes, please print and complete the Change of Address form posted on the DTDF website (form can be found under 1. Updates/Questions). If you don't have access to a computer to visit the website, please send a written request with your legal vesting name and account number to DTDF at the following address:

USA Capital Diversified Trust Deed Fund
C/O FTI Consulting, Inc.
Two North Central Avenue, Suite 1200
Phoenix, Arizona 85004

3. RECOVERY EFFORTS

A. Settlement with USA Commercial Mortgage Trust ("USACM")

As described in prior letters, DTDF and USACM reached a settlement in early 2008 where DTDF received a \$128 million unsecured claim in the USACM estate, and agreed to share DTDF and USACM net litigation recoveries. Litigation recoveries are split 50% to DTDF and 50% to USACM up to \$20 million, and 35% to DTDF and 65% to USACM thereafter. That means to the extent available DTDF will receive future distributions from USACM both in the form of direct payment of its share of litigation proceeds and as a result of DTDF's \$128 million unsecured claim.

There were nearly \$1 billion in claims made against USACM. USACM resolved all of the proof of claims and on January 2, 2013 the Bankruptcy Court approved a schedule of all allowed USACM unsecured claims that totaled approximately \$202 million. As a result, DTDF's \$128 million unsecured claim is approximately 63% of USACM's total allowed claims.

USACM still holds potentially valuable assets that are difficult to liquidate, including: servicer advances and servicing fees on a servicer advance to Placer County Land Speculators (with at least \$1 million at stake); three term insurance policies on Thomas Hantges' life; and upwards of \$10 million of judgments it has obtained through litigation against various defendants which USACM continues to try to collect upon. The amount and timing of future distributions from USACM is unknown at this time.

B. Investigating and Prosecuting Causes of Action against Potential Target Defendants

The last remaining USACM action other than the actions reduced to judgment was against Deloitte & Touche, LLP. The district court granted Deloitte's summary judgment motions in a decision dated February 16, 2011. That ruling was appealed to the Ninth Circuit Court of Appeals. The Ninth Circuit issued its decision affirming the district court on April 22, 2013, thus ending the litigation for all practical purposes. Neither party further appealed the Ninth Circuit decision.

C. Advocating DTDF Interests in Other Bankruptcy Cases

USAIP Chapter 11 (Case # 07-11821-LBR)

DTDF timely filed a proof of claim seeking \$176,380,998 from the USAIP estate. USAIP filed a plan of reorganization that allowed for the distribution of all of USAIP's assets and the dissolution of USAIP. On November 11, 2011, the Bankruptcy Court entered an order confirming the plan of reorganization for USAIP. Pursuant to the USAIP plan the assets were liquidated and distributed to creditors in order of priority. DTDF received a Class 1 claim and a Class 2 Claim along with USACM. DTDF's Class 2 Claim with USACM was in the aggregate amount of \$224,621,519. In accordance with USAIP's plan various USAIP assets were transferred to DTDF and USACM. DTDF continues to work with USACM to monetize the assets transferred from USAIP.

Tree Moss Partners, LLC ("Tree Moss") Chapter 11 (Case No. 06-13758-LBR)

On April 27, 2007 the Tree Moss Partners case was converted from a chapter 7 case to a case under chapter 11 of the Bankruptcy Code. DTDF filed a proof of claim for \$23,116,045 in the Tree Moss case. Lisa Poulin is the chapter 11 trustee, and throughout the duration of the case made significant efforts to market and sell the Tree Moss interest in sixty-three (63) condominium units at the Marquis Villas in Palm Springs, California.

The Trustee reached a Purchase Agreement with Diamond Resorts Palm Springs Development, LLC (current owner of the other thirty-eight (38) units at the Marquis Villas) and on August 20, 2010, filed a motion seeking Court approval of the sale of substantially all of the assets of Tree Moss to Diamond Resorts. Per the Purchase Agreement, Diamond Resorts would have acquired the sixty-three (63) units for \$575,000 in cash. The sale to Diamond Resorts did not close. The Tree Moss bankruptcy case was dismissed at the end of 2013 and as a result DTDF received \$162,000 from the distribution of the remaining assets of the estate. DTDF does not expect to receive any additional recoveries from Tree Moss.

HMA Sales, LLC Chapter 11 (Case No 07-12694)

In 2007, as a result of a settlement agreement reached with HMA Sales, DTDF received \$8.9 million. On October 4, 2011, the Bankruptcy Court entered its Final Decree and Order Closing the Bankruptcy Case of HMA Sales, which means that the case was fully administered and the HMA Estate was subsequently closed on December 20, 2011. Per HMA Sales' plan of reorganization and as a result of the settlement reached with HMA Sales in 2007, DTDF was entitled to a portion of the cash held by HMA Sales and other miscellaneous assets held by HMA Sales. In August 2011, DTDF received from HMA Sales approximately \$960,000 in cash and ownership of HMA's other miscellaneous assets. DTDF continues to work to collect on the assets transferred from HMA Sales.

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D. Other Recovery Sources

Colt Loans

DTDF and the two other direct lenders (“Colt Lenders”) who are DTDF’s co-beneficiaries of a promissory note secured by a first trust deed on certain parcels and buildings comprising a portion of the overall Colt project, through Connecticut counsel hired by the three, initiated a foreclosure action. In 2013 the Colt Lenders settled the collection action.

Other Loans

DTDF holds an interest in the following loans that were originated by USACM: Ten Ninety Ltd. (DTDF’s interest is 20.48%); Amesbury/Hatters Point (DTDF’s interest is 15.18%); Lake Helen Partners (DTDF’s interest is 7.26%); Huntsville (DTDF’s interest is 5.96%); HFA – Clear Lake (DTDF’s interest is .88%); Mountain House Business Park (DTDF’s interest is .3%) and Oak Shores II (DTDF’s interest is .07%). DTDF filed a proof of claim in the Asset Resolution, LLC bankruptcy (Case No 09-32824) for among other things Asset Resolution and its predecessors’ failure to properly service DTDF’s loans. The trustee for Asset Resolution and another party objected to DTDF’s proof of claim and a trial on the objection was set for March 25, 2014. DTDF and the objecting parties agreed to postpone the trial and participate in a mediation of the claim and objection.

4. DISTRIBUTIONS TO DTDF INVESTORS

The last distribution was in March of 2013 which raised the total return of investment for DTDF Investors to 18.9%. As discussed above, DTDF continues to work on the recovery of funds for DTDF Investors. Unfortunately, the timing and amount of future distributions is unknown at this time as they are dependent on DTDF’s success with the recovery efforts.

Conclusion

Overall, DTDF continues to focus on the recovery of assets and we are hopeful future recoveries will occur to facilitate additional distributions to DTDF Investors. We continue to ask for your patience, and want to assure you that the Board and the DTDF professionals are giving our best efforts to obtain the best possible recovery for you.

Best Regards,
Robert G. Worthen
Chairman of the Board